

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

THE GREAT ATLANTIC & PACIFIC TEA
COMPANY, INC.

Debtor.

)
) Chapter 11
)

) Case No. 10-24549 (RDD)
)
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In re:

2008 BROADWAY, INC.

Debtor.

)
) Chapter 11
)

) Case No. 10-24550 (RDD)
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In re:

AAL REALTY CORPORATION

Debtor.

)
) Chapter 11
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) Case No. 10-24551 (RDD)
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In re:

ADBRETT CORPORATION

Debtor.

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) Chapter 11
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) Case No. 10-24552 (RDD)
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In re:

AMSTERDAM TRUCKING CORPORATION

Debtor.

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) Chapter 11
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) Case No. 10-24553 (RDD)
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In re:)	
APW SUPERMARKET CORPORATION)	Chapter 11
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)	Case No. 10-24554 (RDD)
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Debtor.)	
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In re:)	Chapter 11
APW SUPERMARKETS, INC.)	
)	Case No. 10-24548 (RDD)
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Debtor.)	
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In re:)	Chapter 11
BERGEN STREET PATHMARK, INC.)	
)	Case No. 10-24555 (RDD)
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Debtor.)	
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In re:)	Chapter 11
BEST CELLARS DC, INC.)	
)	Case No. 10-24556 (RDD)
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In re:)	Chapter 11
BEST CELLARS INC.)	
)	Case No. 10-24557 (RDD)
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Debtor.)	
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In re:)	Chapter 11
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BEST CELLARS LICENSING CORP.)	Case No. 10-24558 (RDD)
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In re:)	Chapter 11
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BEST CELLARS MASSACHUSETTS, INC.)	Case No. 10-24559 (RDD)
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BEST CELLARS VA, INC.)	Case No. 10-24560 (RDD)
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BEV, LTD.)	Case No. 10-24561 (RDD)
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In re:)	Chapter 11
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BORMAN'S, INC.)	Case No. 10-24562 (RDD)
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In re:)	Chapter 11
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BRIDGE STUART, INC.)	Case No. 10-24563 (RDD)
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In re:)	Chapter 11
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CLAY-PARK REALTY CORP.)	Case No. 10-24564 (RDD)
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COMPASS FOODS, INC.)	Case No. 10-24565 (RDD)
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In re:)	Chapter 11
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EAST BRUNSWICK STUART, LLC)	Case No. 10-24566 (RDD)
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In re:)	Chapter 11
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FARMER JACK'S OF OHIO, INC.)	Case No. 10-24567 (RDD)
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In re:)	
)	Chapter 11
FOOD BASICS, INC.)	
)	Case No. 10-24568 (RDD)
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Debtor.)	
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In re:)	Chapter 11
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GRAMATAN FOODTOWN CORP.)	Case No. 10-24569 (RDD)
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Debtor.)	
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In re:)	Chapter 11
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GRAPE FINDS AT DUPONT, INC.)	Case No. 10-24570 (RDD)
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Debtor.)	
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In re:)	Chapter 11
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GRAPE FINDS LICENSING CORP.)	Case No. 10-24571 (RDD)
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In re:)	Chapter 11
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GREENLAWN LAND DEVELOPMENT CORP.)	Case No. 10-24572 (RDD)
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Debtor.)	
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In re:)	
)	Chapter 11
HOPELAWN PROPERTY I, INC.)	
)	Case No. 10-24573 (RDD)
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Debtor.)	
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In re:)	Chapter 11
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KOHL'S FOOD STORES, INC.)	Case No. 10-24574 (RDD)
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In re:)	Chapter 11
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KWIK SAVE INC.)	Case No. 10-24575 (RDD)
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In re:)	Chapter 11
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LANCASTER PIKE STUART, LLC)	Case No. 10-24576 (RDD)
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In re:)	Chapter 11
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LBRO REALTY, INC.)	Case No. 10-24577 (RDD)
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In re:)	Chapter 11
LO-LO DISCOUNT STORES, INC.)	Case No. 10-24601 (RDD)
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Debtor.)	
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In re:)	Chapter 11
MAC DADE BOULEVARD STUART, LLC)	Case No. 10-24578 (RDD)
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Debtor.)	
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In re:)	Chapter 11
MCLEAN AVENUE PLAZA CORP.)	Case No. 10-24579 (RDD)
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In re:)	Chapter 11
MILIK SERVICE COMPANY, LLC)	Case No. 10-24580 (RDD)
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Debtor.)	
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In re:)	Chapter 11
MONTVALE HOLDINGS, INC.)	Case No. 10-24581 (RDD)
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Debtor.)	
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In re:)	Chapter 11
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NORTH JERSEY PROPERTIES, INC. VI)	Case No. 10-24582 (RDD)
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Debtor.)	
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In re:)	Chapter 11
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ONPOINT, INC.)	Case No. 10-24583 (RDD)
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In re:)	Chapter 11
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PATHMARK STORES, INC.)	Case No. 10-24584 (RDD)
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In re:)	Chapter 11
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PLAINBRIDGE, LLC)	Case No. 10-24585 (RDD)
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In re:)	Chapter 11
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SEG STORES, INC.)	Case No. 10-24586 (RDD)
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In re:)	
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SHOPWELL, INC.)	
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SHOPWELL, INC.)	Case No. 10-24588 (RDD)
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In re:)	Chapter 11
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SPRING LANE PRODUCE CORP.)	Case No. 10-24589 (RDD)
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In re:)	Chapter 11
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SUPER FRESH FOOD MARKETS, INC.)	Case No. 10-24590 (RDD)
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In re:)	Chapter 11
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SUPER FRESH/SAV-A-CENTER, INC.)	Case No. 10-24591 (RDD)
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In re:)	Chapter 11
SUPER MARKET SERVICE CORP.)	Case No. 10-24592 (RDD)
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In re:)	Chapter 11
SUPER PLUS FOOD WAREHOUSE, INC.)	Case No. 10-24593 (RDD)
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In re:)	Chapter 11
SUPERMARKETS OIL COMPANY, INC.)	Case No. 10-24594 (RDD)
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In re:)	Chapter 11
THE FOOD EMPORIUM, INC.)	Case No. 10-24595 (RDD)
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Debtor.)	
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In re:)	Chapter 11
THE OLD WINE EMPORIUM OF WESTPORT, INC.)	Case No. 10-24596 (RDD)
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Debtor.)	
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In re:)	Chapter 11
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THE SOUTH DAKOTA GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.)	Case No. 10-24597 (RDD)
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Debtor.)	
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In re:)	Chapter 11
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TRADEWELL FOODS OF CONN., INC.)	Case No. 10-24598 (RDD)
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Debtor.)	
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In re:)	Chapter 11
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UPPER DARBY STUART, LLC)	Case No. 10-24599 (RDD)
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Debtor.)	
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In re:)	Chapter 11
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WALDBAUM, INC.)	Case No. 10-24600 (RDD)
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Debtor.)	
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ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

Upon the motion (the “*Motion*”)¹ of The Great Atlantic & Pacific Tea Company, Inc. (“*A&P*”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”), for entry of an order (this “*Order*”) directing the joint administration of the Debtors’ related chapter 11 cases; and upon the Declaration of Frederic F. Brace, Chief Administrative Officer and Chief Restructuring Officer of The Great Atlantic & Pacific Tea Company, Inc., in

¹ All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

Support of First Day Pleadings (the “***Brace Declaration***”); and the Court having found that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and the Court having found that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this case and the Motion in this District is proper pursuant to 28 U.S.C. § 1408; and notice of the Motion appearing adequate and appropriate under the circumstances; and the Court having found that no other or further notice need be provided; and the Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before the Court (the “***Hearing***”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and there being no objections to the requested relief; and after due deliberation and sufficient cause appearing, it is hereby ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 10-24549 (RDD).
3. The consolidated caption of the jointly administered cases should read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<p>In re:</p> <p>THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., <i>et al.</i></p> <p style="text-align: right;">Debtors.¹</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 10-24549 (RDD)</p> <p>Jointly Administered</p>
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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: The Great Atlantic & Pacific Tea Company, Inc. (0974); 2008 Broadway, Inc. (0986); AAL Realty Corporation (3152); Adbrett Corporation (5661); Amsterdam Trucking Corporation (1165); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Bergen Street Pathmark, Inc. (1604); Best Cellars DC Inc. (2895); Best Cellars Inc. (9550); Best Cellars Licensing Corp. (2896); Best Cellars Massachusetts, Inc. (8624); Best Cellars VA Inc. (1720); Bev, Ltd. (9046); Borman's Inc. (9761); Bridge Stuart, Inc. (8652); Clay-Park Realty Co., Inc. (0902); Compass Foods, Inc. (0653); East Brunswick Stuart, LLC

)

4. An entry shall be made on the docket of each of the Debtors' cases, other than that of A&P, that is substantially similar to the following:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the chapter 11 cases of: The Great Atlantic & Pacific Tea Company, Inc.; 2008 Broadway, Inc.; AAL Realty Corporation; Adbrett Corporation; Amsterdam Trucking Corporation; APW Supermarket Corporation; APW Supermarkets, Inc.; Bergen Street Pathmark, Inc.; Best Cellars DC, Inc.; Best Cellars Inc.; Best Cellars Licensing Corp.; Best Cellars Massachusetts, Inc.; Best Cellars VA, Inc.; Bev, Ltd.; Borman's, Inc.; Bridge Stuart, Inc.; Clay-Park Realty Corp.; Compass Foods, Inc.; East Brunswick Stuart, LLC; Farmer Jack's of Ohio, Inc.; Food Basics, Inc.; Gramatan Foodtown Corp.; Grape Finds At DuPont, Inc.; Grape Finds Licensing Corp.; Greenlawn Land Development Corp.; Hopelawn Property I, Inc.; Kohl's Food Stores, Inc.; Kwik Save Inc.; Lancaster Pike Stuart, LLC; LBRO Realty, Inc.; Lo-Lo Discount Stores, Inc.; Mac Dade Boulevard Stuart, LLC; McLean Avenue Plaza Corp.; Milik Service Company, LLC; Montvale Holdings, Inc.; North Jersey Properties, Inc. VI; Onpoint, Inc.; Pathmark Stores, Inc.; Plainbridge, LLC; SEG Stores, Inc.; Shopwell, Inc.; Shopwell, Inc.; Spring Lane Produce Corp.; Super Fresh Food Markets, Inc.; Super Fresh/Sav-A-Center, Inc.; Super Market Service Corp.; Super Plus Food Warehouse, Inc.; Supermarkets Oil Company, Inc.; The Food Emporium, Inc.; The Old Wine Emporium of Westport, Inc.; The South Dakota Great Atlantic & Pacific Tea Company, Inc.; Tradewell Foods of Conn., Inc.; Upper Darby Stuart, LLC; and Waldbaum, Inc.; and all further pleadings and other papers shall be

(9149); Farmer Jack's of Ohio, Inc. (5542); Food Basics, Inc.(1210); Gramatan Foodtown Corp. (5549); Grape Finds At DuPont, Inc. (9455); Grape Finds Licensing Corp. (7091); Greenlawn Land Development Corp. (7062); Hopelawn Property I, Inc. (6590); Kohl's Food Stores, Inc. (2508); Kwik Save Inc. (8636); Lancaster Pike Stuart, LLC (9158); LBRO Realty, Inc. (1125); Lo-Lo Discount Stores, Inc. (8662); Mac Dade Boulevard Stuart, LLC (9155); McLean Avenue Plaza Corp. (5227); Milik Service Company, LLC (0668); Montvale Holdings, Inc. (6664); North Jersey Properties, Inc. VI (6586); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge, LLC (5965); SEG Stores, Inc. (4940); Shopwell, Inc. (3304); Shopwell, Inc. (1281); Spring Lane Produce Corp. (5080); Super Fresh/Sav-A-Center, Inc. (0228); Super Fresh Food Markets, Inc. (2491); Super Market Service Corp. (5014); Super Plus Food Warehouse, Inc. (9532); Supermarkets Oil Company, Inc. (4367); The Food Emporium, Inc. (3242); The Old Wine Emporium of Westport, Inc. (0724); The South Dakota Great Atlantic & Pacific Tea Company, Inc (4647); Tradewell Foods of Conn., Inc. (5748); Upper Darby Stuart, LLC (9153); and Waldbaum, Inc. (8599). The location of the Debtors' corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

filed in, and all further docket entries shall be made in, Case No. 10-24549 (RDD).

5. One consolidated docket, one file, and one consolidated service list shall be maintained by A&P and kept by the Clerk of the United States Bankruptcy Court for the Southern District of New York with the assistance of the notice and claims agent retained by the Debtors in these chapter 11 cases.

6. The Debtors may file their monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees, issued by the Office of the United States Trustee for the Southern District of New York (the “*U.S. Trustee*”), on a consolidated basis but shall track and break out disbursements on a Debtor-by-Debtor basis.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise affecting a substantive consolidation of the Debtors’ chapter 11 estates or cases.

8. The requirements set forth in Local Rule 9013-1(b) are satisfied by the contents of the Motion.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

White Plains, New York
Date: December 13, 2010

/s/ Robert D. Drain
United States Bankruptcy Judge